

State of Idaho

Department of State

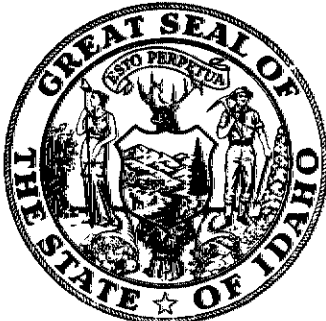
CERTIFICATE OF INCORPORATION OF

PROJECT TRANSPORT, INC.
File number C 108541

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of PROJECT TRANSPORT, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 12, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Supette D. Underhill*

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SEC. OF STATE

ARTICLES OF INCORPORATION
PROJECT TRANSPORT, INC.

REC'D
STATE

94 DEC 12 PM 8 27 The undersigned, citizens of the United States, and the State of Idaho, do hereby associate ourselves together to form a non-profit corporation under Chapter 10 of Article 30 of the Code and the laws of the State of Idaho, relating to the organization of corporations where pecuniary profit is not the object and we do certify:

ARTICLE 1: NAME

The name of the corporation shall be Project Transport, Inc.

ARTICLE II:
INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Post Falls, County of Kootenai, State of Idaho. The address of the initial office is 315 Ridgewood, Post Falls, Idaho, and the name of the initial registered agent at this address is Michael G. Laughlin.

The Corporation may have other places of business as the Directors shall determine.

ARTICLE III: DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV: PURPOSE

The purpose of this Corporation shall be to solicit and/or receive monies, grants, service contracts, and property, real or personal, of whatsoever kind and nature, to be held, managed, and used exclusively to promote and improve community-based transportation to residents of N. Idaho including people with disabilities and elderly but not limited too, by gift, bequest, devise, or otherwise.

The Corporation shall be non-stock, and no dividends or monetary profits shall be declared or paid to the members thereof.

The Corporation shall carry out no activities not consistent with the provisions of the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or future corresponding provisions of the United States Internal Revenue Law.

The purpose is further defined as providing advocacy, for service and resources for transportation of residents of N. Idaho including people with disabilities and elderly, but not limited too of the five northern counties of Idaho.

IDaho SECRETARY OF STATE

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In carrying out the purposes of the Corporation, the Corporation shall have those powers expressly provided by law and additionally shall have the following powers:

1. To administer any gifts, devises, or like, in accordance with the directions of various donors and testators.
2. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, and improve real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the Corporation, other than its franchise of being a Corporation, and to purchase, guaranty, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
3. To determine by a majority vote of the members of the Corporation (1) that the purpose of any gift, devise, or the like have become unnecessary, undesirable, impractical, or impossible of fulfillment, or (2) that any beneficiary to which the income or principle of any gift shall be provided to be paid shall have become non-existent, or shall have ceased its activities, or (3) that, for any reason, the applications provided by the said donor or testator shall have become impossible, impracticable, unnecessary or undesirable, and thereupon to apply the gift or devise to the general purposes of the Corporation as herein above set forth.

ARTICLE V: LIMITATIONS

No part of net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax

under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as amended by Section 4696 of the Internal Revenue Code of 1986, as amended from time to time) other than Corporation managers and other than one or more publicly supported organizations.

ARTICLE VI: MEMBERSHIP

Membership shall be made up of individuals with a special interest in community based transportation the five northern counties of Idaho. All individuals will be members of the Corporation. Said membership does not entitle a person to any of the Corporation's assets but only to participate in the management of the affairs of the Corporation, in meetings of the members regularly called and held with the period covered by such membership. Members shall not be subject to assessments for the purpose of paying expenses, conducting business or paying debts of the Corporation, nor any other purpose whatsoever. Members' rights and interests shall be equal.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is Kate Zimmerman, 1010 Ironwood Dr. CDA, Id 83814.

ARTICLE VIII: NON-PROFIT STATEMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Board of Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purpose set forth in Article IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or its successors or 170(c)(3) of the Internal Revenue Code 3 of 1986, or its successors.

ARTICLE IX: BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors of the Corporation shall not be less than seven (7), nor more than eleven (11) as specified from time to time in the Bylaws of this Corporation. At first meeting following incorporation, a Board of Directors will be chosen in accordance with the provision of the Bylaws of project Transport

and the laws of the State of Idaho in such cases made and provided. The names and street addresses of the persons constituting the initial Board of Directors are:

NAME	ADDRESS	
Helen Bartrop <i>Helen Bartrop</i>	1315 Borah Coeur d'Alene, ID	83814
Aaron Knight <i>Aaron Knight</i>	407 S 2nd Sandpoint, ID	83864
Michael Estrada <i>Michael Estrada</i>	10475 Lakeview Dr. Hayden Lake, ID	83835
Vickie Hahn <i>Vickie Hahn</i>	P.O. Box 1205 Rathdrum, ID	83858
Kate Zimmerman <i>Kate Zimmerman</i>	1010 Ironwood Coeur d'Alene, ID	83814

ARTICLE X:
DISSOLUTION OF THE ORGANIZATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner and to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code as the Board of Directors determines.

Any such assets not so disposed of shall be disposed of by the District Court of the County of the principal office.

IN WITNESS WHEREOF, we have hereunto subscribed our names the
8th day of *December*, 1994.

Kate Zimmerman *1010 Ironwood*